



The nationwide boxcar pool

THOMAS D. MARION
TREASURER

RECORDATION NO. 14586-B FILED

FEB 7 '00 3-54 PM
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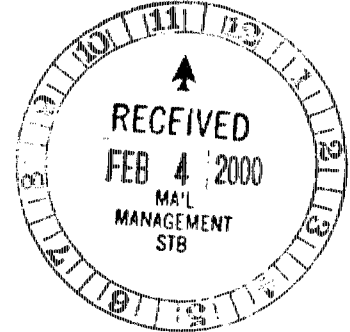
SURFACE TRANSPORTATION BOARD

February 1, 2000

RAILBOX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N. W.
Washington, DC 20006

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a termination statement and release, a "secondary document", dated as of February 1, 2000. The primary document to which this is related is the Conditional Sale Agreement dated as of January 1, 1985, filed with the Interstate Commerce Commission and assigned recordation number 14586.

The names and addresses of parties to the primary document are as follows:

Vendor

Railbox Company
101 North Wacker Drive
Chicago, Illinois 60606

Vendee

Canadian National Railway Company
935 de La Gauchetiere Street West
Montreal, Quebec H3B 2M9, Canada

The recordation fee of \$26.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

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Mr. Vernon A. Williams
February 1, 2000
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A short summary of the document for use in the index follows:

Termination Statement and Release dated as of February 1, 2000, by Railbox Company, terminating the Conditional Sale Agreement dated as of January 1, 1985, among Railbox Company, Canadian National Railway Company, Mercantile-Safe Deposit and Trust Company, in various capacities as trustee, and certain owners therein named, transferring and releasing to Canadian National Railway all right, title and interest in the equipment covered thereby.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Thomas D. Marion". The signature is fluid and cursive, with a large, stylized initial "T".

TDM:mkh
Enclosures

FEB 7 '00

3-54 PM

TERMINATION STATEMENT AND RELEASE

TERMINATION STATEMENT AND RELEASE dated as of February 1, 2000, by RAILBOX COMPANY, a Delaware corporation.

SURFACE TRANSPORTATION BOARD

WHEREAS Railbox Company (hereinafter called the **Vendor**) and Canadian National Railway Company, a Canadian corporation (hereinafter called the **Vendee**) are parties to the Conditional Sale Agreement dated as of January 1, 1985 (hereinafter called the **CSA**), among the Vendor, the Vendee, Mercantile-Safe Deposit and Trust Company (hereinafter, in its various capacities referred to therein, called the **Trustee**), and certain parties listed in Schedule A thereto (hereinafter called the **Owners**);

WHEREAS, pursuant to the CSA,

(a) the Vendor has agreed to sell and the Vendee has agreed to buy 1600 50'6", 70-ton capacity general-service boxcars, AAR mechanical designation XM, marked with the reporting marks "CNA" and the road numbers 419000 through 419599 and 553000 through 553999 (hereinafter, as the same may be or have been remarked or renumbered from time to time, called the **Equipment**),

(b) the Vendor retains title to the Equipment until the Vendee shall have made all of its payments and performed all of its agreements under the CSA, and

(c) the Trustee and the Owners have consented to such sale;

WHEREAS the CSA has been recorded with the Interstate Commerce Commission pursuant to then section 11303 of Title 49 of the United States Code on March 7, 1985, and assigned recordation number 14586, and deposited with the Registrar General of Canada pursuant to section 86 of the Railway Act then in effect on March 6, 1985;

WHEREAS, pursuant to the Assignment Agreement dated as of January 1, 1985 (hereinafter called the **Assignment**), among the Vendor, the Trustee and the Owners, the Vendor has assigned to the Trustee and the Owners its rights under the CSA, as collateral security for certain obligations of the Vendor to such parties;


WHEREAS the Assignment has been recorded with the Interstate Commerce Commission pursuant to then section 11303 of Title 49 of the United States Code on March 7, 1985, and assigned recordation number 14586-A;

WHEREAS on and as of this date the Vendee has made all of its payments and performed all of its agreements under the CSA and pursuant thereto, absolute right to possession of, title to and property in the Equipment has passed to the Vendee; and

WHEREAS, pursuant to Article 6 of the CSA and Section 2 of the Assignment, the Vendor on its own behalf and as agent for the Trustee and the Owners will execute and deliver such instruments as shall be necessary or appropriate to evidence the foregoing.

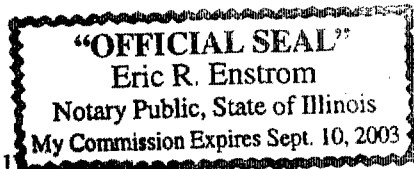
NOW, THEREFORE, the Vendor has executed and delivered this Termination Statement and Release to show for the public record the transfer to the Vendee of title of the Vendor and the release of the security interests of the Trustee and the Owners in and to the Equipment.

RAILBOX COMPANY, on its own behalf and as agent, as aforesaid,


by: 
Thomas D. Marion
Treasurer

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 1st day of February, 2000, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of Railbox Company, that the foregoing instrument was signed on behalf of said company on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



[Notarial Seal]


Notary Public

My commission expires 9/10/03